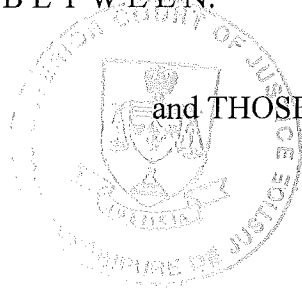


**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**

THE HONOURABLE MR. )  
 ) WEDNESDAY, THE 18<sup>th</sup> DAY  
 )  
 )  
 )  
 ) OF JUNE, 2014  
JUSTICE D.M. BROWN

B E T W E E N:



DBDC SPADINA LTD.,  
and THOSE CORPORATIONS LISTED ON SCHEDULE "A" HERETO

Applicants

and

NORMA WALTON, RONAULD WALTON, THE ROSE & THISTLE GROUP  
LTD. and EGLINTON CASTLE INC.

Respondents

and

THOSE CORPORATIONS LISTED ON SCHEDULE "B" HERETO, TO BE  
BOUND BY THE RESULT

**ORDER**

THIS MOTION made by Schonfeld Inc. (the "**Manager**") in its capacity as Manager appointed pursuant to the Order of Justice Newbould dated November 5, 2013 (the "**November 5 Order**") for an Order, *inter alia*: (i) abridging the time for service of the Notice of Motion and the materials filed in support of the Motion and dispensing with further service thereof; (ii) approving the fees and disbursements of the Manager and its counsel; (iii) authorizing and directing repayment to the Applicants of amounts advanced to fund the Manager's mandate; (iv) discharging the Manager from any responsibility for the management, preservation or protection of the Properties at 1185 Eglinton Avenue East and 14 Dewhurst Boulevard (collectively, the "**Discharge Properties**"); (v) approving the claims process proposed by the Manager (the

**“Proposed Claims Process”**) to facilitate the identification and evaluation of outstanding third party claims against Companies where the sale of their Properties results in net proceeds that may be available for distribution towards such claims, substantially in the form of draft Order provided; and approving the Thirteenth Report of the Manager dated June 12, 2014 (the **“Thirteenth Report”**) and the activities described therein, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Thirteenth Report, the Affidavit of Harlan Schonfeld sworn June 10, 2014 and the Affidavit of Brian Empey dated June 12, 2014 and on hearing submissions from counsel to the Manager, the Applicants, the Respondents.

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that the fees and disbursements of the Manager for the period January 1, 2014 to May 31, 2014, in the amount of \$684,053.86 including HST and the fees and disbursements of the Manager’s counsel, Goodmans LLP, for the period December 9, 2013 to May 27, 2014, in the amount of \$1,308,360.03 including HST, are hereby approved.

3. **THIS COURT ORDERS** that the payment of the Manager’s fees and disbursements (including its counsel’s fees and disbursements) from the proceeds of the sale of properties owned by the companies listed at Schedule “B” to the November 5 Order (the “Proceeds”) is hereby approved. For greater certainty, nothing in this Order affects the relative priority of any security interest in the Properties, including interests established by the November 5 Order.

4. **THIS COURT ORDERS** that this Order is without prejudice to the right of any creditor or shareholder of any of the Schedule B corporations to raise any issue concerning the allocation of the Manager’s fees and disbursements (including its counsel’s fees and disbursements) approved herein to any particular schedule B corporation or its properties and all

issues concerning the allocation of such fees and disbursements are hereby reserved for later hearing notwithstanding any term of this Order.

5. **THIS COURT ORDERS** that for the purposes of repaying the amounts advanced by the Applicants to fund the Manager's mandate, the payment of \$2,825,179 (plus interest from June 18, 2014 to the date of payment) to the Applicants, on terms consistent with paragraph 32 of the Thirteenth Report and satisfactory to the Manager and the Applicants, is hereby authorized and directed.

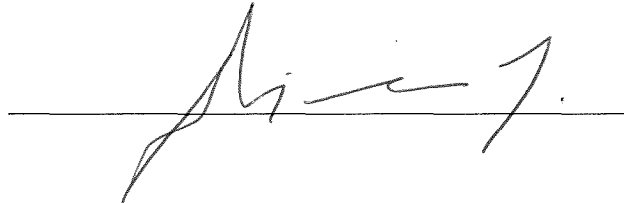
6. **THIS COURT ORDERS** that the Manager has duly and properly discharged its duties, responsibilities and obligations as the Manager and is hereby absolutely discharged and released from any and all responsibility for the management, preservation or protection of the Discharge Properties and any and all liability in respect of any act done by the Manager in respect of its responsibility for the management, preservation or protection of the Discharge Properties.

7. **THIS COURT ORDERS** that the Thirteenth Report and the activities of the Manager described therein are hereby approved.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:



JUN 25 2014



**SCHEDULE "A"**  
**COMPANIES**

1. Dr. Bernstein Diet Clinics Ltd.
2. 2272551 Ontario Limited
3. DBDC Investments Atlantic Ltd.
4. DBDC Investments Pape Ltd.
5. DBDC Investments Highway 7 Ltd.
6. DBDC Investments Trent Ltd.
7. DBDC Investments St. Clair Ltd.
8. DBDC Investments Tisdale Ltd.
9. DBDC Investments Leslie Ltd.
10. DBDC Investments Lesliebrook Ltd.
11. DBDC Fraser Properties Ltd.
12. DBDC Fraser Lands Ltd.
13. DBDC Queen's Corner Ltd.
14. DBDC Queen's Plate Holdings Inc.
15. DBDC Dupont Developments Ltd.
16. DBDC Red Door Developments Inc.
17. DBDC Red Door Lands Inc.
18. DBDC Global Mills Ltd.
19. DBDC Donalda Developments Ltd.
20. DBDC Salmon River Properties Ltd.
21. DBDC Cityview Lands Ltd.
22. DBDC Weston Lands Ltd.
23. DBDC Double Rose Developments Ltd.
24. DBDC Skyway Holdings Ltd.
25. DBDC West Mall Holdings Ltd.
26. DBDC Royal Gate Holdings Ltd.
27. DBDC Dewhurst Developments Ltd.
28. DBDC Eddystone Place Ltd.
29. DBDC Richmond Row Holdings Ltd.

**SCHEDULE "B"**  
**COMPANIES**

1. Twin Dragons Corporation
2. Bannockburn Lands Inc. / Skyline – 1185 Eglinton Avenue Inc.
3. Wynford Professional Centre Ltd.
4. Liberty Village Properties Ltd.
5. Liberty Village Lands Inc.
6. Riverdale Mansion Ltd.
7. Royal Agincourt Corp.
8. Hidden Gem Development Inc.
9. Ascalon Lands Ltd.
10. Tisdale Mews Inc.
11. Lesliebrook Holdings Ltd.
12. Lesliebrook Lands Ltd.
13. Fraser Properties Corp.
14. Fraser Lands Ltd.
15. Queen's Corner Corp.
16. Northern Dancer Lands Ltd.
17. Dupont Developments Ltd.
18. Red Door Developments Inc. and Red Door Lands Ltd.
19. Global Mills Inc.
20. Donalda Developments Ltd.
21. Salmon River Properties Ltd.
22. Cityview Industrial Ltd.
23. Weston Lands Ltd.
24. Double Rose Developments Ltd.
25. Skyway Holdings Ltd.
26. West Mall Holdings Ltd.
27. Royal Gate Holdings Ltd.
28. Royal Gate Nominee Inc.
29. Royal Gate (Land) Nominee Inc.
30. Dewhurst Development Ltd.

31. Eddystone Place Inc.
32. Richmond Row Holdings Ltd.
33. El-Ad (1500 Don Mills) Limited
34. 165 Bathurst Inc.

DBDC SPADINA LTD., - and - NORMA WALTON, et al.

et al

Applicants

Respondents

6341642

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**ORDER**

**Goodmans LLP**

Barristers & Solicitors  
Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, ON M5H 2S7

Brian Empey      LSUC#: 30640G  
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Lawyers for the Manager